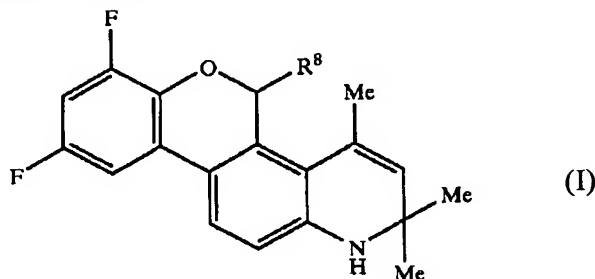


AMENDMENTS TO THE CLAIMS:

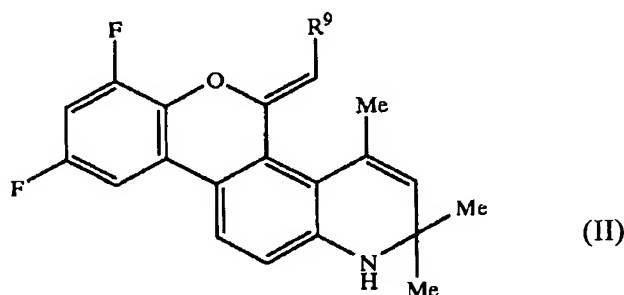
Please amend claims 1 and 15 and cancel claims 41-55. This listing of claims will replace all prior versions, and listings of claims, in the application.

LISTING OF CLAIMS:

1. (Currently amended) A compound of the formula:



or



wherein:

R⁸ is selected from the group of C₁-C₁₂ alkyl, C₁-C₁₂ heteroalkyl, C₁-C₁₂ haloalkyl, C₂-C₁₂ alkenyl, C₂-C₁₂ heteroalkenyl, C₂-C₁₂ haloalkenyl, C₂-C₁₂ alkynyl, C₂-C₁₂ heteroalkynyl, C₂-C₁₂ haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

R⁹ is selected from the group of hydrogen, F, Cl, Br, I, CN, C₁-C₈ alkyl, C₁-C₈ heteroalkyl, C₁-C₈ haloalkyl, C₂-C₈ alkenyl or cycloalkenyl, C₂-C₈ heteroalkenyl, C₂-C₈ haloalkenyl, C₂-C₈ alkynyl, C₂-C₈ heteroalkynyl, C₂-C₈ haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

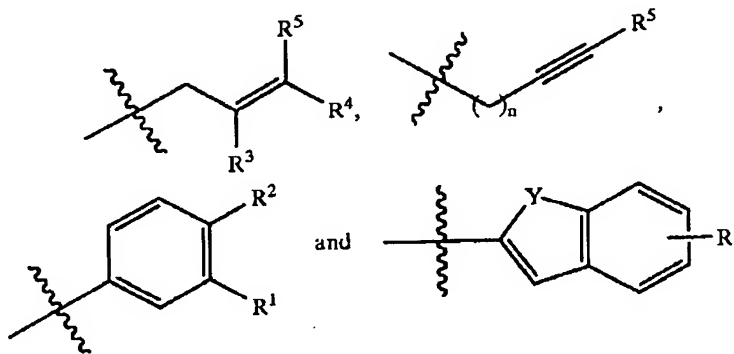
R¹⁰ and R¹¹ each independently is hydrogen, or C₁-C₄ alkyl;
or a pharmaceutically acceptable salt or prodrug thereof.

2. (Original) A compound according to claim 1, wherein R^8 is selected from the group of C_1 - C_8 alkyl, C_1 - C_8 heteroalkyl, C_1 - C_8 haloalkyl, C_2 - C_8 alkenyl, C_2 - C_8 heteroalkenyl, C_2 - C_8 haloalkenyl, C_2 - C_8 alkynyl, C_2 - C_8 heteroalkynyl, C_2 - C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 - C_4 alkyl, F, Cl, Br, I, CN, NO_2 , NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, CO_2CH_3 , $C(O)NH_2$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

3. (Original) A compound according to claim 2, wherein R^8 is selected from the group of C_1 - C_4 alkyl, C_1 - C_4 heteroalkyl, C_1 - C_4 haloalkyl, C_2 - C_4 alkenyl, C_2 - C_4 heteroalkenyl, C_2 - C_4 haloalkenyl, C_2 - C_4 alkynyl, C_2 - C_4 heteroalkynyl, and C_2 - C_4 haloalkynyl.

4. (Original) A compound according to claim 2, wherein R^8 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1 - C_4 alkyl, F, Cl, Br, CN, NH_2 , $NHCH_3$, $N(CH_3)_2$, SH, SCH_3 , OH, OCH_3 , OCF_3 , CF_3 , $C(O)CH_3$, OR^{10} , SR^{10} , and $NR^{10}R^{11}$.

5. (Previously presented) A compound according to claim 2, wherein R^8 is selected from the group of



wherein:

R^1 and R^2 each independently is selected from the group of hydrogen, F, Cl, Br and C_1 - C_4 alkyl;

R^3 through R^5 each independently is selected from group of hydrogen, F, Cl, and C_1 - C_4 alkyl;

n is 0 or 1; and

Y is selected from the group of O, S, and NR^{10} .

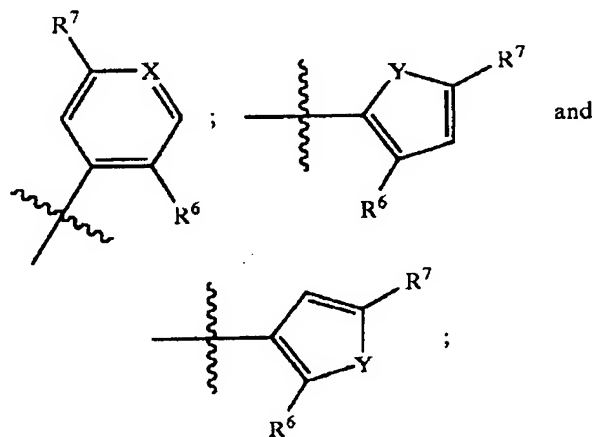
6. (Original) A compound according to claim 1, wherein R^9 is selected from the group of hydrogen, F, Cl, Br, CN, C_1 - C_6 alkyl, C_1 - C_6 heteroalkyl, C_1 - C_6 haloalkyl, C_2 - C_6

alkenyl or cycloalkenyl, C₂-C₆ heteroalkenyl, C₂-C₆ haloalkenyl, C₂-C₆ alkynyl, C₂-C₆ heteroalkynyl, C₂-C₆ haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

7. (Original) A compound according to claim 6, wherein R⁹ is selected from the group of hydrogen, Br, C₁, C₁-C₄ alkyl, C₁-C₄ heteroalkyl, C₁-C₄ haloalkyl, C₂-C₄ alkenyl, C₂-C₄ heteroalkenyl, C₂-C₄ haloalkenyl, C₂-C₄ alkynyl and C₂-C₄ heteroalkynyl, C₂-C₄ haloalkynyl.

8. (Original) A compound according to claim 6, wherein R⁹ is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, CN, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

9. (Previously presented) A compound according to claim 6, wherein R⁹ is selected from the group of



wherein:

R⁶ is selected from the group of hydrogen, F, Cl, Br, C₁-C₄ alkyl, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

R⁷ is hydrogen, F, or Cl;

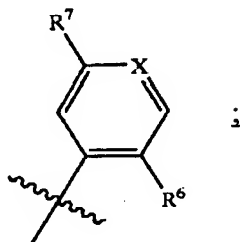
R¹⁰ and R¹¹ each independently is hydrogen, or C₁-C₄ alkyl;

X is CH or N; and

Y is selected from the group of O, S, and NR¹⁰.

10. (Previously presented) A compound according to claim 9, wherein:

R⁹ is



R⁶ is selected from the group of hydrogen, F, Cl, C₁-C₄ alkyl, OMe, OEt, NHMe, and NMe₂;

R⁷ is hydrogen, F, or Cl; and

X is CH or N.

11. (Previously presented) A compound according to claim 9, wherein R⁶ is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe₂.

12. (Original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(Z)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-quinoline (Compound 10);

7,9-difluoro-5(Z)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-quinoline (Compound 12);

7,9-difluoro-5(Z)-(2-chlorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 13);

7,9-difluoro-5(Z)-(4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-quinoline (Compound 14);

7,9-difluoro-5(Z)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 15);

7,9-difluoro-5(Z)-(4-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 16);

7,9-difluoro-5(Z)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 17);

7,9-difluoro-5(Z)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 18);

7,9-difluoro-5(Z)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 19);

7,9-difluoro-5(Z)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 20);

7,9-difluoro-5(Z)-(2-methyl-3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 21);

7,9-difluoro-5(Z)-(3-methyl-2-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 22);

7,9-difluoro-5(Z)-(2,3-dimethylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 23);

7,9-difluoro-5(Z)-cyanomethylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-f]-quinoline (Compound 24);

7,9-difluoro-5(Z)-hexylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-quinoline (Compound 25);

7,9-difluoro-5(Z)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 26);

7,9-difluoro-5(Z)-(2,4,5-trifluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 27);

7,9-difluoro-5-methylidene-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno[3,4-f]-quinoline (Compound 28);

7,9-difluoro-5(Z)-bromomethylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-quinoline (Compound 29);

7,9-difluoro-5(Z)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 30);

7,9-difluoro-5(Z)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 31);

(±)-7,9-difluoro-5-methoxy-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-quinoline (Compound 32);

(±)-7,9-difluoro-5-phenyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 33);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-quinoline (Compound 34);

(±)-7,9-difluoro-5-(1,3-benzodioxo-l-5-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline (Compound 35);

(±)-7,9-difluoro-5-(4-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 36);

(±)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 37);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 38);

(+)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 39);

(±)-7,9-difluoro-5-(3-fluoro-phenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 40);

(±)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno[3,4-*f*]-quinoline (Compound 41);

(±)-7,9-difluoro-5-(3-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 42);

(±)-7,9-difluoro-5-(4-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno[3,4-*f*]-quinoline (Compound 43);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5H-chromeno[3,4-*f*]quinoline (Compound 44);

(±)-7,9-difluoro-5-(2-oxo-2-phenylethyl)-1,2-dihydro-2,2,4-trimethyl-5-H-chromeno[3,4-*f*]quinoline (Compound 45);

(±)-7,9-difluoro-5-ethyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 46);

(±)-7,9-difluoro-5-ethenyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 47);

(±)-7,9-difluoro-5-(2-oxo-3-butenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 48);

(±)-7,9-difluoro-1,2-dihydro- $\alpha,\alpha,2,2,4$ -pentamethyl-5H-chromeno[3,4-*f*]quinoline-5-ethanoate (Compound 49);

(±)-7,9-difluoro-5-ethynyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 50);

(±)-7,9-difluoro-5-cyano-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 51);

(±)-7,9-difluoro-5-butyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 52);

(±)-7,9-difluoro-5-(2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 53);

(±)-7,9-difluoro-5-(2-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 54);

(±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 55);

(±)-7,9-difluoro-5-[3-(trifluoromethyl)phenyl]-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 56);

Ethyl-(±)-7,9-difluoro-1,2-dihydro- α -methylene-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline-5-propanoate (Compound 57);

(±)-7,9-difluoro-1,2-dihydro- β -methylene-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline-5-propanol (Compound 58);

(±)-7,9-difluoro-1,2-dihydro-13-methylene-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline-5-propanol acetate (Compound 59);

(±)-7,9-difluoro-5-(1-methylethenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 60);

(±)-7,9-difluoro-5-(N-methyl-2-pyrrolyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 61);

(±)-7,9-difluoro-5-phenylethynyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 62);

(±)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 63);

(-)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 64);

(+)-7,9-difluoro-5-(benzo[*b*]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 65);

(±)-7,9-difluoro-5-(5-methyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 66);

(±)-7,9-difluoro-5-(2-benzo[*b*]-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 67);

(±)-7,9-difluoro-5-[4-(dimethylamino)phenyl]-1,2-dihydro-5H-chromeno[3,4-*f*]quinoline (Compound 68);

(±)-7,9-difluoro-5-(5-methyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 69);

(±)-7,9-difluoro-5-(5-methoxy-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 70);

(±)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 71);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 72);

(+)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 73);

(±)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 74);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 75);

(+)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 76);

(±)-7,9-difluoro-5-(4,5-dimethyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 77);

(±)-7,9-difluoro-5-(2-methyl-1-propenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 78);

(±)-7,9-difluoro-5-(3,4-dimethyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 79);

(±)-7,9-difluoro-5-(3-(3-bromophenyl)phenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 80); and

7,9-difluoro-5-(2-methyl-1-benzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 81).

13. (Original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5-(Z)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]quinoline (Compound 10);

7,9-difluoro-5(Z)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-
[3,4-f]quinoline (Compound 12);

7,9-difluoro-5(Z)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-
[3,4-f]quinoline (Compound 15);

7,9-difluoro-5(Z)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-
chromeno[3,4-f]quinoline (Compound 17);

7,9-difluoro-5 (Z)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-
[3,4-f]quinoline (Compound 18);

7,9-difluoro-5(Z)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-
chromeno[3,4-f]quinoline (Compound 19);

7,9-difluoro-5(Z)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-
[3,4-f]quinoline (Compound 20);

7,9-difluoro-5(Z)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-
chromeno[3,4-f]quinoline (Compound 26);

7,9-difluoro-5(Z)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-
[3,4-f]quinoline (Compound 30);

7,9-difluoro-5(Z)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-
[3,4-f]quinoline (Compound 31);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-
quinoline (Compound 34);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-
chromeno[3,4-f]quinoline (Compound 38);

(+)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]-
quinoline (Compound 41);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5H-chromeno[3,4-f]quinoline
(Compound 44);

(±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-f]quinoline
(Compound 55);

(±)-7,9-difluoro-5-(3-trifluoromethylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-
chromeno[3,4-f]quinoline (Compound 56);

(±)-7,9-difluoro-5-(benzo- [b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-
chromeno[3,4-f]quinoline (Compound 63);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 64);

(+)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 65);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 72);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 75); and

7,9-difluoro-5-(2-methylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 81).

14. (Original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(Z)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 17);

7,9-difluoro-5(Z)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 19);

7,9-difluoro-5 (Z)-(3-methyl-4-picolyldiene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 20);

7,9-difluoro-5(Z)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 26);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 38);

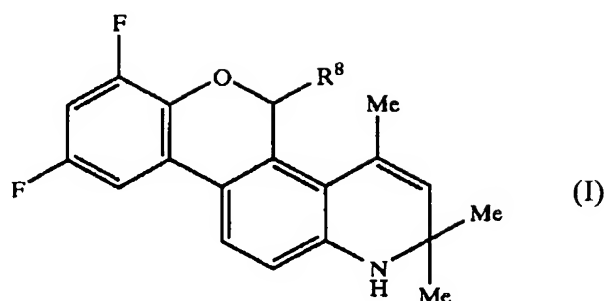
(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 63);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 64);

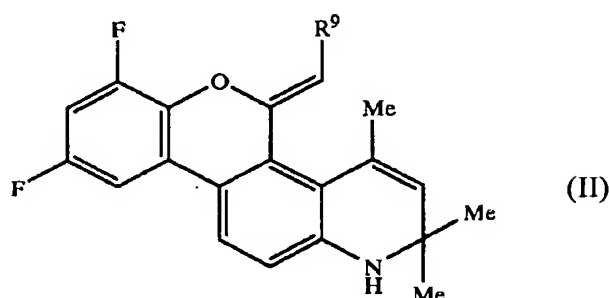
(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno-[3,4-*f*]-quinoline (Compound 65); and

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5H-chromeno[3,4-*f*]-quinoline (Compound 72).

15. (Currently amended) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula:



or



wherein:

R⁸ is selected from the group of C₁-C₁₂ alkyl, C₁-C₁₂ heteroalkyl, C₁-C₁₂ haloalkyl, C₂-C₁₂ alkenyl, C₂-C₁₂ heteroalkenyl, C₂-C₁₂ haloalkenyl, C₂-C₁₂ alkynyl, C₂-C₁₂ heteroalkynyl, C₂-C₁₂ haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

R⁹ is selected from the group of hydrogen, F, Cl, Br, I, CN, C₁-C₈ alkyl, C₁-C₈ heteroalkyl, C₁-C₈ haloalkyl, C₂-C₈ alkenyl or cycloalkenyl, C₂-C₈ heteroalkenyl, C₂-C₈ haloalkenyl, C₂-C₈ alkynyl, C₂-C₈ heteroalkynyl, C₂-C₈ haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹; and

R¹⁰ and R¹¹ each independently is hydrogen, or C₁-C₄ alkyl;
or a pharmaceutically acceptable salt or prodrug thereof.

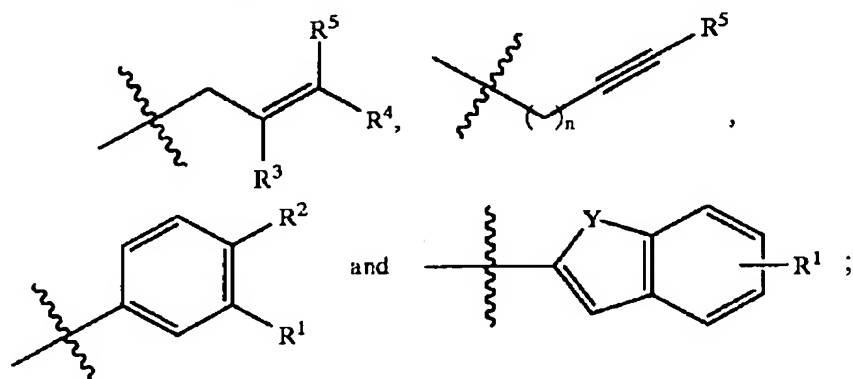
16. (Original) A pharmaceutical composition according to claim 15, wherein R⁸ is selected from the group of C₁-C₈ alkyl, C₁-C₈ heteroalkyl, C₁-C₈ haloalkyl, C₂-C₈ alkenyl, C₂-C₈ heteroalkenyl, C₂-C₈ haloalkenyl, C₂-C₈ alkynyl, C₂-C₈ heteroalkynyl, C₂-C₈ haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, I, CN, NO₂, NH₂,

NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

17. (Original) A pharmaceutical composition according to claim 16, wherein R⁸ is selected from the group of C₁-C₄ alkyl, C₁-C₄ heteroalkyl, C₁-C₄ haloalkyl, C₂-C₄ alkenyl, C₂-C₄ heteroalkenyl, C₂-C₄ haloalkenyl, and C₂-C₄ alkynyl, C₂-C₄ heteroalkynyl and C₂-C₄ haloalkynyl.

18. (Original) A pharmaceutical composition according to claim 16, wherein R⁸ is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, CN, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

19. (Previously presented) A pharmaceutical composition according to claim 16, wherein R⁸ is selected from the group of



wherein:

R¹ and R² each independently is selected from the group of hydrogen, F, Cl, Br and C₁-C₄ alkyl;

R³ through R⁵ each independently is selected from the group of hydrogen, F, Cl, and C₁-C₄ alkyl;

n is 0 or 1; and

Y is selected from the group of O, S, and NR¹⁰.

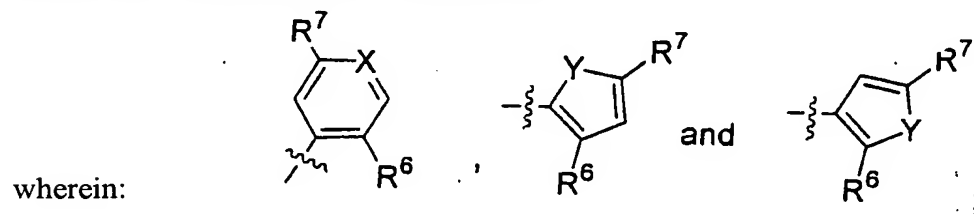
20. (Original) A pharmaceutical composition according to claim 15, wherein R⁹ is selected from the group of hydrogen, F, Cl, Br, CN, C₁-C₆ alkyl, C₁-C₆ heteroalkyl, C₁-C₆ haloalkyl, C₂-C₆ alkenyl or cycloalkenyl, C₂-C₆ heteroalkenyl, C₂-C₆ haloalkenyl, C₂-C₆ alkynyl, C₂-C₆ heteroalkynyl, C₂-C₆ haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄

alkyl, F, Cl, Br, I, CN, NO₂, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, CF₃, C(O)CH₃, CO₂CH₃, C(O)NH₂, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

21. (Original) A pharmaceutical composition according to claim 20, wherein R⁹ is selected from the group of hydrogen, Br, C₁, C₁-C₄ alkyl, C₁-C₄ heteroalkyl, C₁-C₄ haloalkyl, C₂-C₄ alkenyl, C₂-C₄ heteroalkenyl, C₂-C₄ haloalkenyl, C₂-C₄ alkynyl, C₂-C₄ heteroalkynyl, and C₂-C₄ haloalkynyl.

22. (Original) A pharmaceutical composition according to claim 20, wherein R⁹ is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C₁-C₄ alkyl, F, Cl, Br, CN, NH₂, NHCH₃, N(CH₃)₂, SH, SCH₃, OH, OCH₃, OCF₃, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹.

23. (Previously presented) A pharmaceutical composition according to claim 22, wherein R⁹ is selected from the group of:



R⁶ is selected from the group of hydrogen, F, Cl, Br, C₁-C₄ alkyl, OR¹⁰, SR¹⁰, and NR¹⁰R¹¹;

R⁷ is hydrogen, F, or Cl;

R¹⁰ and R¹¹ each independently is hydrogen, or C₁-C₄ alkyl;

X is CH or N; and

Y is selected from group of O, S, and NR¹⁰.

24. (Previously presented) A pharmaceutical composition according to claim 23, wherein R⁹ is



wherein:

R⁶ is selected from the group of hydrogen, F, Cl, C₁-C₄ alkyl, OMe, OEt, NHMe, and NMe₂; and

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R⁷ is hydrogen, F, or Cl.

25. (Original) A pharmaceutical composition according to claim 23, where R⁶ is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe₂.

Claims 26-40 (Cancelled).

Claims 41-55 (Cancelled).